

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

SLC INN LLC

Debtor.

**Bankruptcy Case No. 14-30634
Chapter 11**

Honorable William T. Thurman

(Filed Electronically)

BALLOT REPORT

SLC Inn LLC, Debtor in this Chapter 11 case, has completed its plan solicitation process and has received the ballots described in this report. As is customary in the plan solicitation process, certain modifications to the plan have been made, and some ballots have been voted in favor of the plan based on incorporation of those modifications. The Debtor intends to file and pursue confirmation of the modified plan for the upcoming confirmation hearing. The Debtor asserts that none of the modifications are material such that a re-noticing would be required. This ballot report sets forth all ballots received to the Debtor's Plan of Reorganization currently on file (the "Plan"). Ballots received in anticipation of confirmation of the Debtor's Modified

Plan of Reorganization, to be filed (the “Modified Plan”) are set forth in italics. All of the ballots are attached to this report.

Ballots returned for the Debtor’s Plan of Reorganization

<u>Class</u>	<u>Holder</u>	<u>Amount Stated on Ballot by Creditor</u>	<u>Accept/Reject</u>
1	Priority Tax Claims – Unimpaired Class		Deemed to Accept §1126(f)
2	Other Priority Claims- Unimpaired Class		Deemed to Accept §1126(f)
3	Salt Lake County Treasurer	\$67,770.92	Accept
4	<i>Wells Street Lending</i>	<i>4,009,721.31</i>	<i>Accept, subject to modifications contained in term sheet</i>
5	Ford Motor Company	Not Stated	Deemed to Accept pursuant to Court Order
6	Beehive Broadband	\$1010.51	Accept
6	Milestone Internet Marketing	\$1,582.66	Accept
6	Wren Callcost Corp.	\$452.00	Accept
7	Benjamin Living Trust	\$44,975.99	Accept
7	Bernstein Family Partnership	\$71,219.15	Accept
7	Brian & Victoria Corbell	\$384,669.27	Accept
7	Brian Corbell	\$129,936.78	Accept
7	David T. O’Keefe	Not Stated	Accept
7	ESM Investors, LLC	\$79,331.47	Accept
7	Isom Trust	\$484,238.00	Accept
7	Linz Investment LLC	\$52,111.11	Accept
7	Martin J Roe 1984 Trust	\$52, 312.69	Accept
7	Random Breeze, LLC	\$29, 419.81	Accept
7	SLC Hotel Corporation	\$594,483.91	Accept
7	U.S. Bank	\$41,808.56	Accept
8	Benjamin Living Trust	3.3654%	Accept
8	Bernstein Family Partnership	11.7789%	Accept
8	Brian & Victoria Corbell	10.7692%	Accept
8	David T. O’Keefe	Not Stated	Accept
8	ESM Investors LLC	5.7789%	Accept
8	Haytin Family Partnership	5.0481%	Accept
8	Isom Trust	15.625%	Accept
8	Lorin C. Barker	.3125%	Accept

8	Martin J. Roe 1984 Trust	8.1731%	Accept
8	MHG Advisory LLC	6.0%	Accept
8	Random Breeze	5.25%	Accept
8	SLC Hotel Corporation	1.0%	Accept
8	U.S. Bank	8.6539%	Accept
8	Wayne Lepoff	4.8077%	Accept

In summary, Classes 3, 5, 6, 7, and 8 voted to accept the Plan. Classes 1 and 2 are non-voting classes. Class 4 voted to accept the Modified Plan. Combining Classes, there are a total of 32 ballots cast, with 100% voting to accept the Plan and Modified Plan. Therefore, this Class has voted to accept the Plan and Modified Plan under 11 U.S.C. § 1126(c), and have surpassed the requisite two-thirds in amount and one-half in number of ballots cast.

WHEREFORE, the Debtors submit that the Plan and Modified Plan is accepted by all creditors allowed to vote.

DATED this 23rd day of January 2015.

MILLER TOONE, P.C

/s/ Deborah R. Chandler

Blake D. Miller

Deborah R. Chandler

EXHIBIT A

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
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Plan of Reorganization, to be filed (the “Modified Plan”) are set forth in italics. All of the ballots are attached to this report.

Ballots returned for the Debtor’s Plan of Reorganization

<u>Class</u>	<u>Holder</u>	<u>Amount Stated on Ballot by Creditor</u>	<u>Accept/Reject</u>
1	Employee Claims – Unimpaired Class		Deemed to Accept §1126(f)
2	Non-Tax Priority Claims- Unimpaired Class		Deemed to Accept §1126(f)
3	Salt Lake County Treasurer	\$67,770.92	Accept
4	<i>Wells Street Lending</i>	<i>4,009,721.31</i>	<i>Accept, subject to modifications contained in term sheet</i>
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DATED this 23rd day of January 2015.

MILLER TOONE, P.C

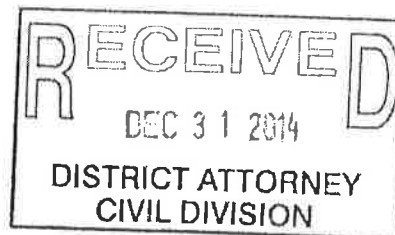
/s/ Deborah R. Chandler

Blake D. Miller

Deborah R. Chandler

EXHIBIT A

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Proposed Attorneys for the Debtor



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FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 3 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 3 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 3 claim against the Debtor in the unpaid amount of Sixty-seven Thousand, Seven Hundred Seventy and 92/100 + interest Dollars (\$ 67,770.92) ^{interest}

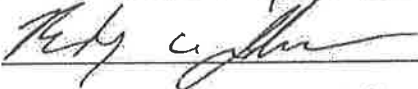
(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: Jan. 18, 2015

Print or type name: Bradley C. Johnson

Signature: 

Title (if corporation or partnership) Attorney for Salt Lake County Treasurer

Address: 2100 S. State St. S3-700
SLC, UT 84190

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
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Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
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In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 4 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 4 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 4 claim against the Debtor in the unpaid amount of *Seven Hundred and twenty-one and 31/100*
Four Million, Nine thousand, Dollars (\$ *4,009,721.31*)*

(Check one box only)

☒ ACCEPTS THE PLAN - *as modified by*
Term Sheet, dated 1/7/15
☐ REJECTS THE PLAN

* Subject to grant that \$49,774
was paid by Debtor to prior lender
not properly applied to balance

Dated: *1/20/15*

Print or type name: *David H. Leigh*

Signature: *David H. Leigh*

Title (if corporation or partnership) *Attorney - Wells Street Capital VII LLC*

Address: *36 So. State Street, Ste 1400*
SLC, UTAH 84111

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Debtor.

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CLASS 6 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 6 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 6 claim against the Debtor in the unpaid amount of

One thousand ten and fifty-one Dollars (\$ 1010.51)

(Check one box only)

☒ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: 12/30/2014

Print or type name: Ashley Remington

Signature: Ashley Remington

Title (if corporation or partnership) Billing Manager

Address: Beehive Broadband
2000 East Sunset Rd
Lake Point Utah 84074

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
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Honorable William T. Thurman
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CLASS 6 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

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If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 6 claim against the Debtor in the unpaid amount of

Fifteen Hundred Eighty two⁶⁶ Dollars (\$ 1582.66)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1/14/15

Print or type name: Mike A. Ellison

Signature: 

Title (if corporation or partnership) Collections Mngr.

Address: 3001 Oakmead Village Dr.
Santa Clara, CA 95051

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
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Debtor.

Bankruptcy Case No. 14-30634
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CLASS 6 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

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If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 6 claim against the Debtor in the unpaid amount of

FOUR HUNDRED FIFTY TWO — Dollars (\$ 452.00)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-12-15

Print or type name: DAVID M. STONE

Signature: David M. Stone

Title (if corporation or partnership) Wren Callcast Corp.

Address: 800 Compton Road Bldg #34

CINCINNATI OHIO 45231

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
millier@millertoone.com

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MILLER TOONE, P.C.
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In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
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Honorable William T. Thurman

(Filed Electronically)

CLASS 7 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

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You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 7 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

forty four thousand nine hundred Dollars (\$ 44,975⁹⁹)

(Check one box only)

seventy five 99/100

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: December 24, 2014

Print or type name: CHRISTIAN BENJAMIN

CHRISTIAN BENJAMIN AND SALLY BENJAMIN,
TRUSTEES UNDER THE BENJAMIN LIVING TRUST
DATED JUNE 16, 1992

Signature: Christian Benjamin

Title (if corporation or partnership) _____

Address: 3216 COLONY VIEW CIR

MALIBU CA 90265

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 7 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

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If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

_____ Dollars (\$ 71,219.15)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12/23/14

Print or type name: ARTHUR H General Partner,
BERNSTEIN, FAMILY PARTNERSHIP, LP.

Signature: Arthur H. Bernstein

Title (if corporation or partnership) BERNSTEIN FAMILY PARTNERSHIP LP

Address: 2456 Angelo Drive
Los Angeles, CA 90077

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 7 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

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Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of
ONE HUNDRED TWENTY NINE THOUSAND
NINE HUNDRED THIRTY SIX AND 98/100 Dollars (\$ 129,936.78)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-22-2014

Print or type name: BRIAN CORBELL

Signature: B. Corbell

Title (if corporation or partnership) _____

Address: 1028 18th St. #1
SANTA MONICA CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

You should review the
wishes to seek legal advice con
the Plan. Your claim has be
creditor interests in more the
are entitled to vote.

If your ballot
is not received by
January 20, 2015

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
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SLC INN LLC

Debtor.

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Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

~~SIX HUNDRED EIGHTY FOUR~~ THREE HUNDRED EIGHTY FOUR THOUSAND
Dollars (\$ 384,669.27)
669 AND 27/100
(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-22-2014

Print or type name: BRIAN AND VICTORIA CORRELL

Signature: Brian and Victoria Correll

Title (if corporation or partnership) _____

Address: 1028 18th St #1
SANTA MONICA CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

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FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

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SLC INN LLC

Debtor.

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

_____ Dollars (\$ _____)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12/29/2014

Print or type name: DAVID J O'KEEFE

Signature: *David J O'Keefe*

Title (if corporation or partnership) _____

Address: 232 NO. BRISTOL AVE

LA 90049

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
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SLC INN LLC

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

Seventynine thousand
three hundred thirty one — Dollars (\$ 79,331.47)
and forty seven cents

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-23-14

Print or type name: ESM INVESTORS LLC

Signature: By: BRIAN CORBELL, ITS MANAGER
B. Corbell

Title (if corporation or partnership) MANAGER

Address: 1028 18th ST. #1

SANTA MONICA, CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

50% of \$484,238. (ISOM TRUSTS) Dollars (\$242,169.)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-12-15

Print or type name: GERALD A. ISOM, TRUSTEE

Signature: Gerald A. Isom, Trustee

Title (if corporation or partnership) _____

Address: 817 PENNSTONE ROAD
BRYN MAWR, PA 19010

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
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SLC INN LLC

Debtor.

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

50% of [#] 484,238 (Isom TRUSTS) Dollars (\$ 242,169.)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-12-15
~~12-31-14~~

Print or type name: LUCILLE E. ISOM, TRUSTEE

Signature: Lucille E. Isom, Trustee

Title (if corporation or partnership) _____

Address: 817 PENNSTONE ROAD
BRYN MAWR, PA 19010

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
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Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

FIFTY TWO THOUSAND ONE HUNDRED
ELEVEN AND 11/100 Dollars (\$ 52,111.11)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-22-2014

Print or type name: LINZ INVESTMENT LLC

Signature: Victoria V. Corbell VICTORIA CORBELL

Title (if corporation or partnership) MANAGER

Address: 1028 18TH ST. #1
SANTA MONICA CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
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chandler@millertoone.com
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Debtor.

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

FIFTY TWO THOUSAND THREE HUNDRED ^{twelve hundred} Dollars (\$ 52,312⁶⁹)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12/24/14

Print or type name: MARTIN J. ROE 1984 TRUST

Signature: Martin J. Roe TRUSTEE

Title (if corporation or partnership) _____

Address: 1022 N. Hillcrest Rd.
BEVERLY Hills, CA 90210

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
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chandler@millertoone.com
Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
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SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of
TWENTY NINE THOUSAND FOUR HUNDRED NINETEEN DOLLARS AND EIGHTY-ONE CENTS Dollars (\$ 29,419.81)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-08-2015

Print or type name: RANDOM BREEZE LLC
By: VICTORIA WATTS

Signature: Victoria Watts

Title (if corporation or partnership) IT'S MANAGER

Address: 1657 BRYN MAWR

SANTA MONICA, CA 90405

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
millier@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
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Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re: SLC INN LLC Debtor.	Bankruptcy Case No. 14-30634 Chapter 11 Honorable William T. Thurman (Filed Electronically)
---	--

CLASS 7 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 7 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the

Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of Five hundred ninety four thousand four hundred eighty three Dollars (\$ 594,483.⁹¹) and ninety one cents

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-23-14

Print or type name: SLC Hotel Corporation
By: Walter Fleming, President

Signature: By: [Signature]

Title (if corporation or partnership) _____

Address: 1524 Cloverfield Blvd., Suite B
Santa Monica, CA 90404

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
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Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

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Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 7 claim against the Debtor in the unpaid amount of

Forty-one thousand eight hundred eight and 56/100's Dollars (\$ 41,808.56)

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12 JANUARY 2015

Print or type name: Beth A. Bergman

Signature: Beth A. Bergman
VICE PRESIDENT

Title (if corporation or partnership) _____

Address: U.S. BANK, N.A.
3121 MICHELSON DR, STE 300
IRVINE, CA 92612

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

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SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 8 BALLOT FOR ACCEPTING OR REJECTING
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If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 3.3654% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: _____

Print or type name: CHRIS & SALLY BENJAMIN TRUST

Signature: Chris Benjamin

Title (if corporation or partnership) _____

Address: 3216 COLONY VIEW CIR

MAJIBU CA 90265

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

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Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Deborah R. Chandler (12057)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a % membership interest.

11.7789 %

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12/28/14

Print or type name: Arthur H. Bernstein, Gen. Mgr.

Signature: *Arthur H. Bernstein*

Title (if corporation or partnership) BERNSTEIN Family Partnership LP

Address: 2456 Angelo Drive
Los Angeles, CA 90077

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

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Miller Toone, P.C.
165 South Regent Street
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Fax: 801-363-5601
miller@millertoone.com

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 10.7692% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-22-2014

Print or type name: BRIAN AND VICTORIA CORBELL

Signature: Bi Corbell Victoria Corbell

Title (if corporation or partnership) _____

Address: 1028 18TH ST. STE 1
SANTA MONICA CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a _____% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: _____

Print or type name: DAVID J. O'KEEFE

Signature: 

Title (if corporation or partnership) _____

Address: 232 NO BRISTOL AVE
LA, CALIF 90049

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 5.7789% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-22-2014

Print or type name: ESM INVESTORS LLC

Signature: By [Signature] B. Corbell BRIAN CORBELL
ITS MANAGER

Title (if corporation or partnership) MANAGER

Address: 1028 18th St. #1
SANTA MONICA CA 90403

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 5.0481% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1/8/2015

Print or type name: Jane Tomlinson, Trustee for Haytin Family Partnership

Signature: Jane Tomlinson

Title (if corporation or partnership) Trustee

Address: 667 Leda Way
Los Angeles, CA 90049

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
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Proposed Attorneys for the Debtor

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SLC INN LLC

Debtor.

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 7.8125% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-12-15

Print or type name: GERALD A. ISOM, TRUSTEE

Signature: Gerald A. Isom

Title (if corporation or partnership) _____

Address: 817 PENNSTONE ROAD
BRYN MAWR, PA 19010

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

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Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
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millier@millertoone.com

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(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-12-15

Print or type name: LUCILLE E. ISOM, TRUSTEE

Signature: Lucille E. Isom, Trustee

Title (if corporation or partnership) _____

Address: 817 PENNSTONE ROAD
BRYN MAWR, PA 19010

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

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Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Deborah R. Chandler (12057)
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Proposed Attorneys for the Debtor

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In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

Honorable William T. Thurman

(Filed Electronically)

CLASS 8 BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION DATED DECEMBER 11, 2014

The Debtor, SLC Inn LLC, filed its Plan of Reorganization dated December 11, 2014 [docket # 79] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 80]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111 (801) 363-5600 (telephone), (801) 363-5601 (facsimile), miller@millertoone.com. Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your equity interest has been placed in class 8 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before January 20, 2015, and such

deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 31.25% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1/13/15

Print or type name: Lorin C. Barker

Signature: 

Title (if corporation or partnership) _____

Address: 60 E. South Temple, #1800
Salt Lake City, UT 84111

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

Blake D. Miller (4090)
Deborah R. Chandler (12057)
MILLER TOONE, P.C.
165 Regent Street
Salt Lake City, Utah 84111
Telephone: (801) 363-5600
Facsimile: (801) 363-5601
E-mail: miller@millertoone.com
chandler@millertoone.com
Proposed Attorneys for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

SLC INN LLC

Debtor.

Bankruptcy Case No. 14-30634
Chapter 11

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 8.1731% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12/24/14

Print or type name: MARTIN J. ROE 1984 TRUST

Signature: Martin J. Roe TIEZ

Title (if corporation or partnership) _____

Address: 1022 N. Hillcrest Rd.
Beverly Hills, CA 90210

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Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
millier@millertoone.com

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 60% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-23-14

Print or type name: MHG ADVISORY LLC

Signature: By: Walter Melnyk, Managing Member

Title (if corporation or partnership)

Address: 29851 Harvester Rd.

Malibu, CA 90265

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Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Deborah R. Chandler (12057)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 5.25 % membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1-8-2015 RANDOM BREEZE LLC

Print or type name: BY: VICTORIA WATTS

Signature: Victoria Watts

Title (if corporation or partnership) IT'S MANAGER

Address: 1657 BRYN MAWR

SANTA MONICA, CA 90405

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Salt Lake City, Utah 84111
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miller@millertoone.com

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 1.0 % membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12-23-14

Print or type name: SLC Hotel Corporation

Signature: By: Walter Melning, President
By: [Signature]

Title (if corporation or partnership) _____

Address: 1524 Cloverfield Blvd., Suite B
Santa Monica, CA 90404

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 8.6539% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 12 JANUARY 2015

Print or type name: Beth A. Bergman

Signature: Beth A. Bergman
VICE PRESIDENT

Title (if corporation or partnership) _____

Address: U.S. BANK, N.A.
3121 MICHELSON DR., STE 300
IRVINE, CA 92612

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com

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Deborah R. Chandler (12057)
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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 8 equity interest in the Debtor, consisting of a 4.8077% membership interest.

(Check one box only)

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 1/15/15

Print or type name: WAYNE LEPOFF

Signature: Wayne Lepoff

Title (if corporation or partnership) _____

Address: 1319 COUNTRY RANCH RD
WESTLAKE VILLAGE, CA 91361

RETURN THIS BALLOT ON OR BEFORE JANUARY 20, 2015 TO:

Blake D. Miller
Miller Toone, P.C.
165 South Regent Street
Salt Lake City, Utah 84111
Fax: 801-363-5601
miller@millertoone.com